

SOUTHERN PACIFIC TRANSPORTATION COMPANY

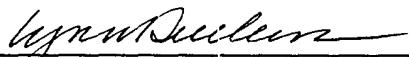
19402-E

BILL OF SALE

SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation ("SP"), for the sum of One Dollar (\$1.00) and other valuable consideration in full payment for the equipment hereinafter specified, receipt of which is hereby acknowledged, by these presents, does hereby (a) sell, assign, transfer and set over unto SHAWMUT BANK CONNECTICUT, NATIONAL ASSOCIATION ("Shawmut"), not in its individual capacity but solely as Owner Trustee under a Trust Agreement (SPT 1995-C), dated as of April 28, 1995, between Shawmut and PMCC Leasing Corporation (Shawmut, in such capacity, the "Buyer"), 17 Remanufactured SD40M-2 Locomotives bearing road numbers SP8618 through SP8626 (inclusive), and SP8689 through SP8696 (inclusive) (collectively, the "Units"), and (b) quitclaim, transfer, convey and release unto the Buyer, all right, title and interest of SP in and to the Units.

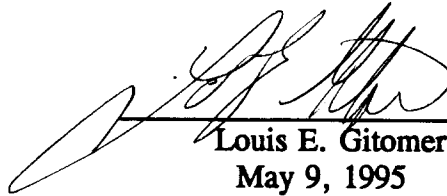
IN WITNESS WHEREOF, Southern Pacific Transportation Company has caused this instrument to be executed on its behalf by a Treasurer of Southern Pacific Transportation Company who is thereunto duly authorized, this 9th day of May, 1995.

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

By   
Title: Treasurer

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale, dated May 9, 1995, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



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Louis E. Gitomer  
May 9, 1995